

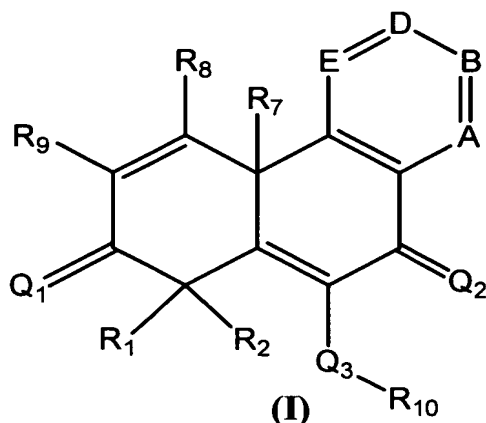
## Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

## Listing Of Claims:

WHAT IS CLAIMED IS:

1. (Currently Amended) A compound having the Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

Q<sub>1</sub> and Q<sub>2</sub> are independently =O, =S, =NH or =N-NHR, where R is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -aryl;

Q<sub>3</sub> is -O-, -S-, or -N(H)-;

R<sub>1</sub> and R<sub>2</sub> are independently -H, -halogen, -amino, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, or three- to seven-membered non-aromatic heterocycle, or R<sub>1</sub>, R<sub>2</sub> and the carbon atom to which they are both attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl group or a three- to seven-membered non-aromatic heterocycle;

A is ~~N~~ or CR<sub>3</sub>; B is ~~N~~ or CR<sub>4</sub>; D is ~~N~~ or CR<sub>5</sub>; E is ~~N~~ or CR<sub>6</sub>; ~~at least one of A, B, D and E being CR<sub>3</sub>, CR<sub>4</sub>, CR<sub>5</sub> or CR<sub>6</sub>, respectively;~~

each R<sub>3</sub>, R<sub>4</sub>, R<sub>5</sub> and R<sub>6</sub> is independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>,

-COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -

C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCH<sub>2</sub>OR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -NHC(O)R<sub>11</sub>, -NHSOR<sub>11</sub>, or NHS(O)<sub>2</sub>R<sub>11</sub>; or

R<sub>3</sub> and R<sub>4</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>5</sub> and R<sub>6</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>4</sub> and R<sub>5</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a non-oxygen-containing five-membered non-aromatic heterocycle, a non-oxygen-containing five-membered aromatic heterocycle, a six- to seven-membered non-aromatic heterocycle or a six- to seven-membered aromatic heterocycle;

R<sub>7</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -C<sub>1</sub>-C<sub>10</sub> alkoxy;

R<sub>8</sub> and R<sub>9</sub> are each independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -NH<sub>2</sub>SR<sub>11</sub>, -NHSOR<sub>11</sub>, or -NHS(O)<sub>2</sub>R<sub>11</sub>;

R<sub>10</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C(O)C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C(O)NH<sub>2</sub>, -C(O)NHR<sub>12</sub>, or -aryl;

R<sub>11</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -aryl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkenyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkynyl, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl,

a -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl,

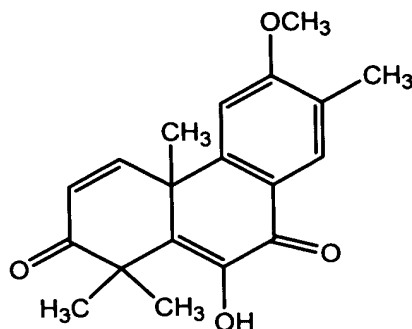
a three- to seven-membered non-aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, or

a three- to seven-membered aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, or -C<sub>2</sub>-C<sub>10</sub> alkynyl;

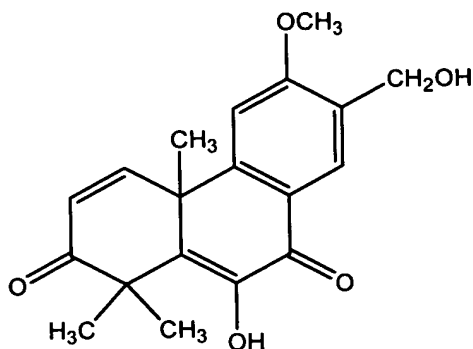
R<sub>12</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl; and

each halogen is independently -F, -Cl, -Br or -I;

with the proviso that the compound of Formula (I) is not:

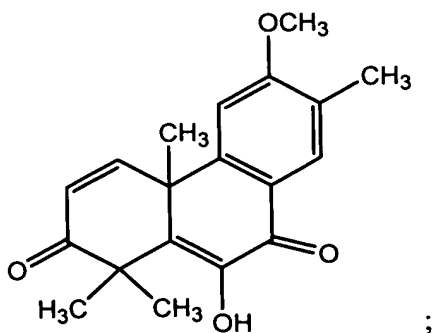


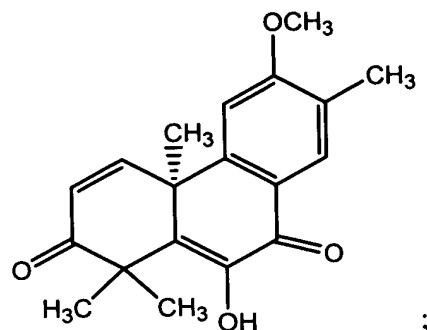
10-Hydroxy-6-methoxy-1,1,4a,7-tetramethyl-1H,4aH-phenanthrene-2,9-dione; or



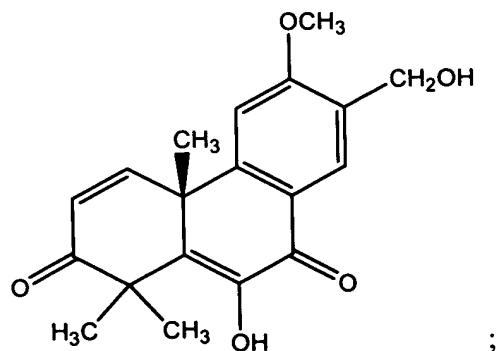
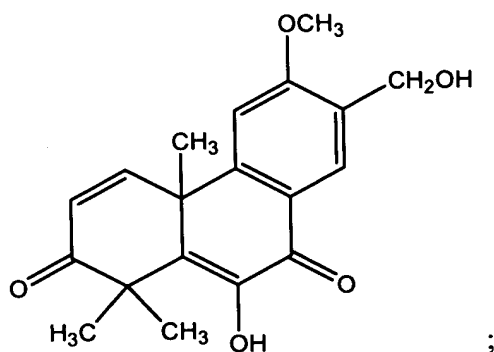
10-Hydroxy-7-hydroxymethyl-6-methoxy-1,1,4a-trimethyl-1H,4aH-phenanthrene-2,9-dione, or a pharmaceutically acceptable salt thereof.

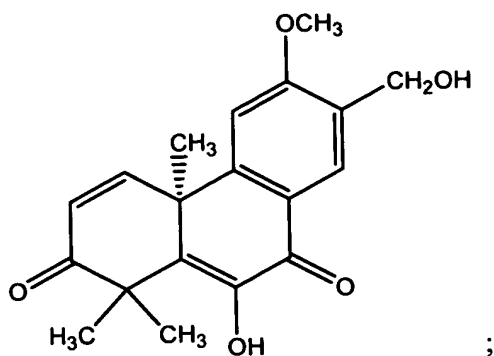
2. (Original) A compound of the formula:





3. (Original) A compound of the formula:





or a pharmaceutically acceptable salt thereof, the compound or pharmaceutically acceptable salt thereof being in isolated and purified form.

4. (Original) The compound or pharmaceutically acceptable salt of the compound of claim 1, wherein

$Q_1$  and  $Q_2$  and  $Q_3$  are oxygen;

$R_1$  and  $R_2$  are  $C_1$ - $C_{10}$  alkyl;

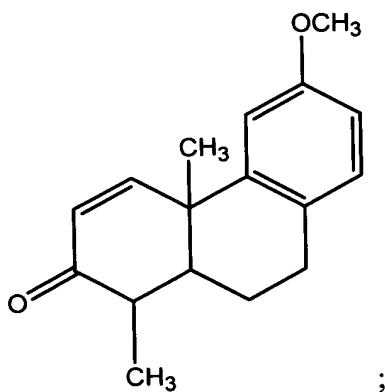
$R_8$  and  $R_9$  are H;

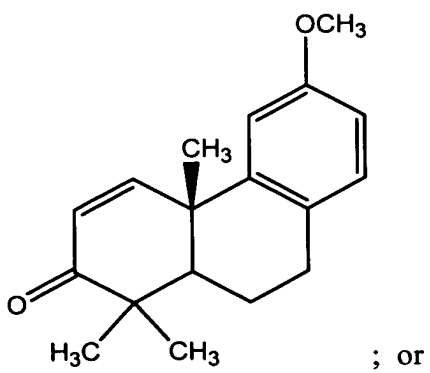
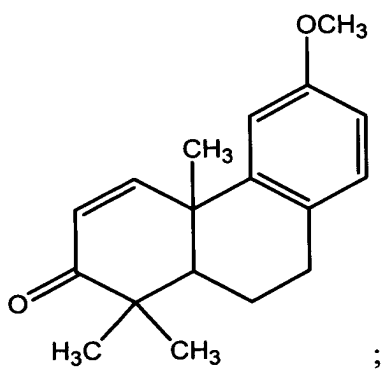
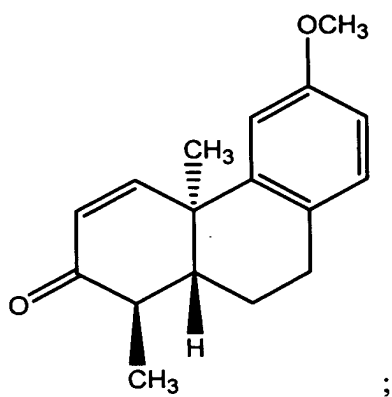
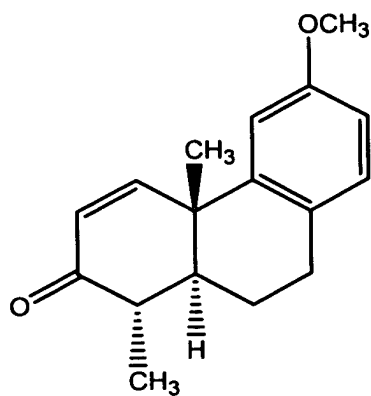
$R_7$  is  $C_1$ - $C_{10}$  alkyl;

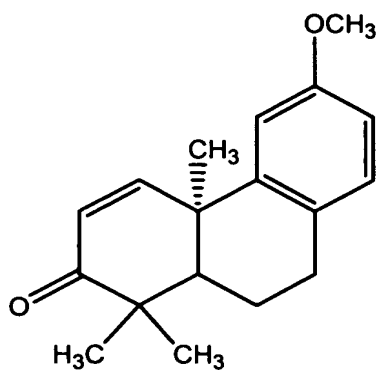
$R_3$  and  $R_6$  are H; and

$R_4$  and  $R_5$  are independently  $C_1$ - $C_{10}$  alkyl,  $C_1$ - $C_{10}$  alkoxy, or  $C_1$ - $C_{10}$  (hydroxy)alkyl.

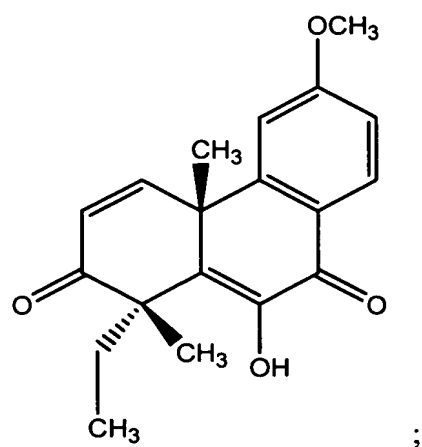
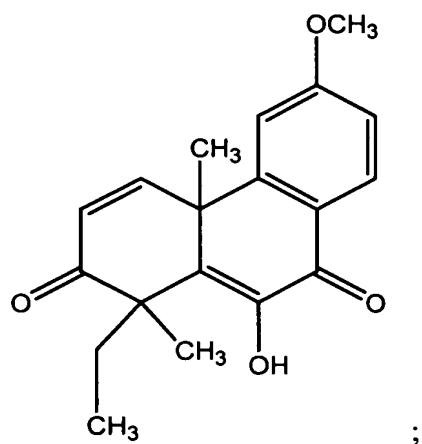
5. (Original) A compound having the structure:

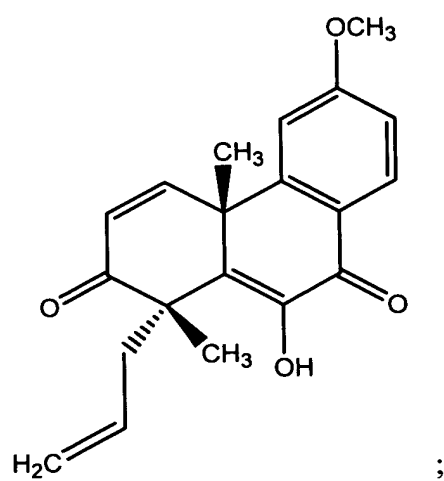
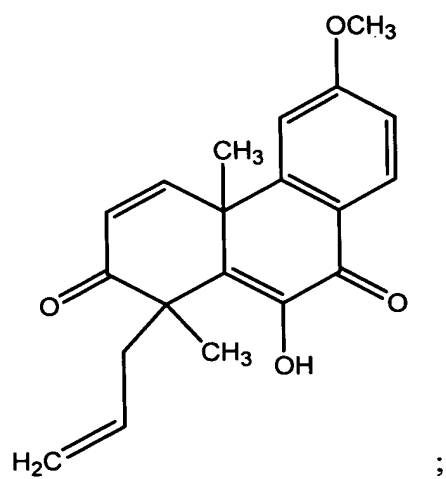
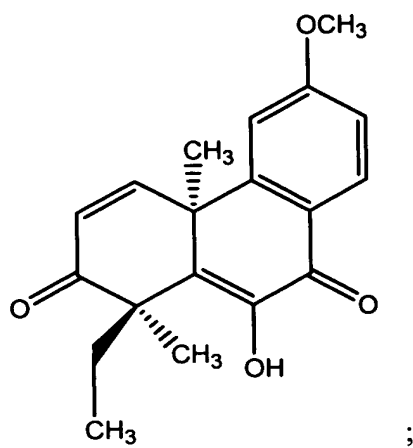




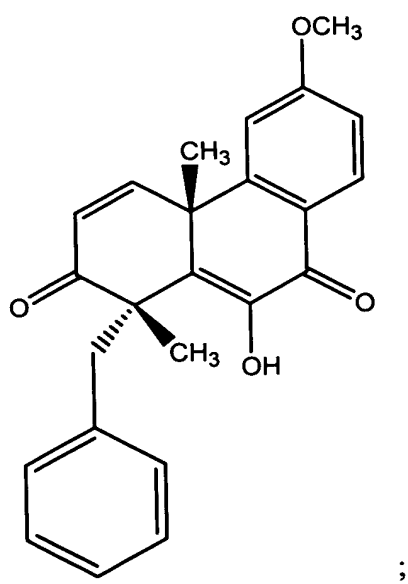
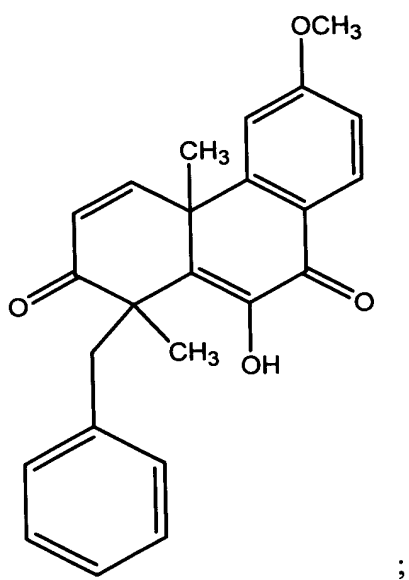
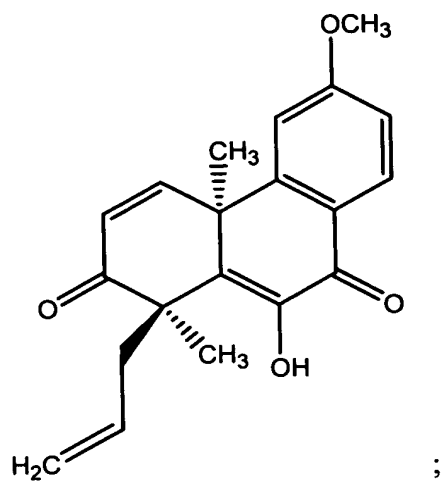


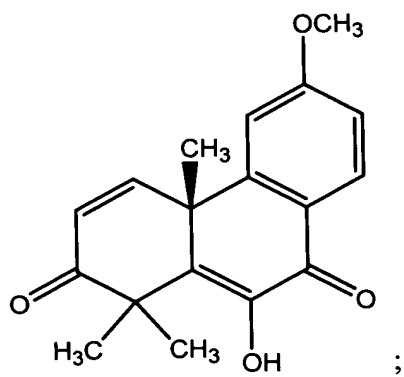
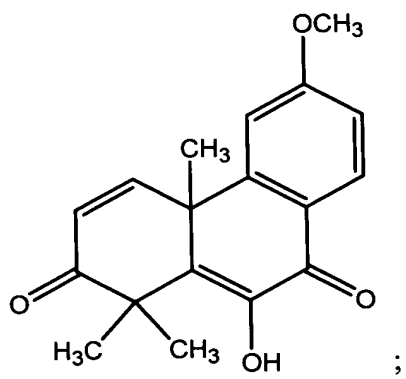
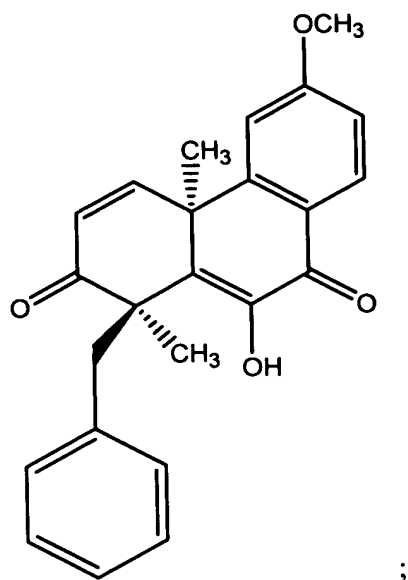
6. (Original) The compound of claim 1, having the structure:

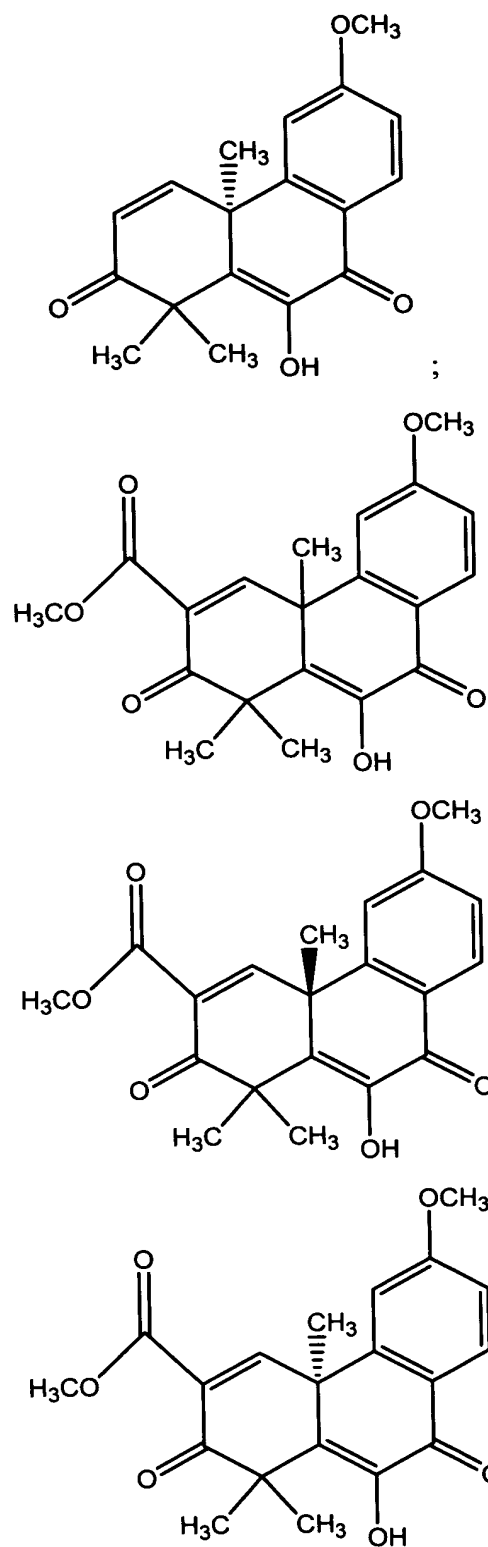






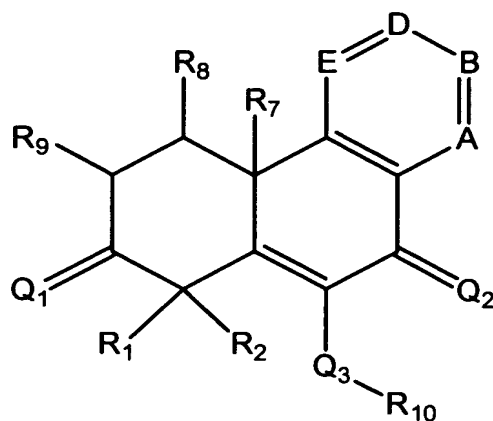






or a pharmaceutically acceptable salt thereof.

7. (Currently Amended) A compound having the Formula (II):



(II)

or a pharmaceutically acceptable salt thereof, wherein:

$Q_1$  and  $Q_2$  are independently =O, =S, =NH or =N-NHR, where R is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -aryl;

$Q_3$  is -O-, -S-, or -N(H)-;

$R_1$  and  $R_2$  are independently -H, -halogen, -amino, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, or three- to seven-membered non-aromatic heterocycle, or  $R_1$ ,  $R_2$  and the carbon atom to which they are both attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl group or a three- to seven-membered non-aromatic heterocycle;

~~A is N or CR<sub>3</sub>; B is N or CR<sub>4</sub>; D is N or CR<sub>5</sub>; E is N or CR<sub>6</sub>, at least one of A, B, D and E being CR<sub>3</sub>, CR<sub>4</sub>, CR<sub>5</sub> or CR<sub>6</sub>, respectively;~~

each  $R_3$ ,  $R_4$ ,  $R_5$  and  $R_6$  is independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCH<sub>2</sub>OR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -NHC(O)R<sub>11</sub>, -NHSOR<sub>11</sub>, or NHS(O)<sub>2</sub>R<sub>11</sub>; or

$R_3$  and  $R_4$  and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>5</sub> and R<sub>6</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>4</sub> and R<sub>5</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a non-oxygen-containing five-membered non-aromatic heterocycle, a non-oxygen-containing five-membered aromatic heterocycle, a six- to seven-membered non-aromatic heterocycle or a six- to seven-membered aromatic heterocycle;

R<sub>7</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -C<sub>1</sub>-C<sub>10</sub> alkoxy;

R<sub>8</sub> and R<sub>9</sub> are each independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -NH<sub>2</sub>SR<sub>11</sub>, -NHSOR<sub>11</sub>, or -NHS(O)<sub>2</sub>R<sub>11</sub>;

R<sub>10</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C(O)C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C(O)NH<sub>2</sub>, -C(O)NHR<sub>12</sub>, or -aryl;

R<sub>11</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -aryl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkenyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkynyl, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl,

a -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl,

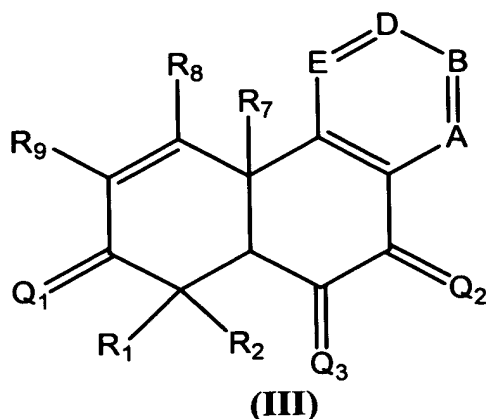
a three- to seven-membered non-aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, or

a three- to seven-membered aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, or -C<sub>2</sub>-C<sub>10</sub> alkynyl;

R<sub>12</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl; and

each halogen is independently -F, -Cl, -Br or -I.

8. (Currently Amended) A compound having the Formula (III):



or a pharmaceutically acceptable salt thereof, wherein:

Q<sub>1</sub>, Q<sub>2</sub> and Q<sub>3</sub> are independently =O, =S, =NH or =N-NHR, where R is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -aryl;

R<sub>1</sub> and R<sub>2</sub> are independently -H, -halogen, -amino, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, or three- to seven-membered non-aromatic heterocycle, or R<sub>1</sub>, R<sub>2</sub> and the carbon atom to which they are both attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl group or a three- to seven-membered non-aromatic heterocycle;

~~A is N or CR<sub>3</sub>; B is N or CR<sub>4</sub>; D is N or CR<sub>5</sub>; E is N or CR<sub>6</sub>, at least one of A, B, D and E being CR<sub>3</sub>, CR<sub>4</sub>, CR<sub>5</sub> or CR<sub>6</sub>, respectively;~~

each R<sub>3</sub>, R<sub>4</sub>, R<sub>5</sub> and R<sub>6</sub> is independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCH<sub>2</sub>OR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -NHC(O)R<sub>11</sub>, -NHSOR<sub>11</sub>, or NHS(O)<sub>2</sub>R<sub>11</sub>; or

R<sub>3</sub> and R<sub>4</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>5</sub> and R<sub>6</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>4</sub> and R<sub>5</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a non-oxygen-containing five-membered non-aromatic heterocycle, a non-oxygen-containing five-membered aromatic heterocycle, a six- to seven-membered non-aromatic heterocycle or a six- to seven-membered aromatic heterocycle;

R<sub>7</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -C<sub>1</sub>-C<sub>10</sub> alkoxy;

R<sub>8</sub> and R<sub>9</sub> are each independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -NHSR<sub>11</sub>, -NHSOR<sub>11</sub>, or -NHS(O)<sub>2</sub>R<sub>11</sub>;

R<sub>11</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -aryl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkenyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkynyl, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl,

a -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl,

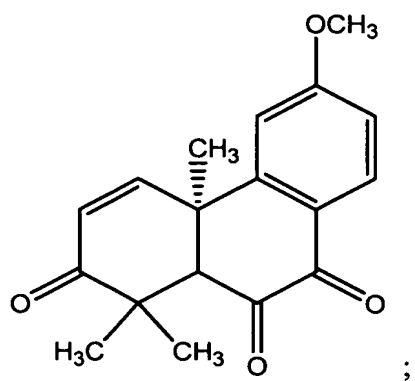
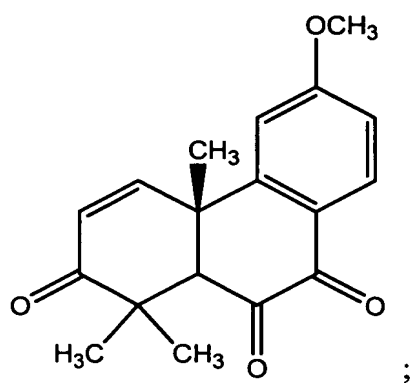
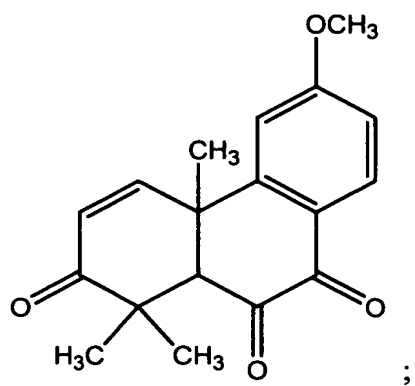
a three- to seven-membered non-aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, or

a three- to seven-membered aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, or -C<sub>2</sub>-C<sub>10</sub> alkynyl;

R<sub>12</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl; and

each halogen is independently -F, -Cl, -Br or -I.

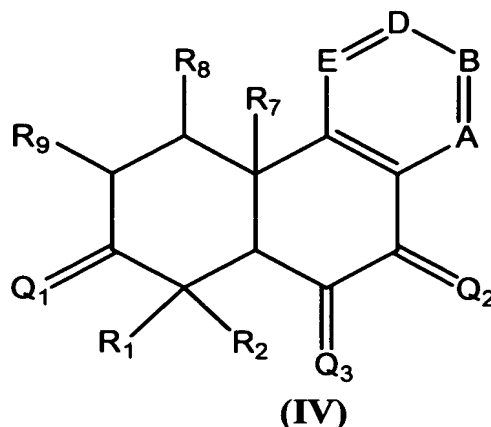
9. (Original) The compound of claim 8 having the formula:



or a pharmaceutically acceptable salt thereof.

10. (Currently Amended) A compound having the Formula (IV):





or a pharmaceutically acceptable salt thereof, wherein:

Q<sub>1</sub>, Q<sub>2</sub> and Q<sub>3</sub> are independently =O, =S, =NH or =N-NHR, where R is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -aryl;

R<sub>1</sub> and R<sub>2</sub> are independently -H, -halogen, -amino, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, or three- to seven-membered non-aromatic heterocycle, or R<sub>1</sub>, R<sub>2</sub> and the carbon atom to which they are both attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl group or a three- to seven-membered non-aromatic heterocycle;

A is ~~N or~~ CR<sub>3</sub>; B is ~~N or~~ CR<sub>4</sub>; D is ~~N or~~ CR<sub>5</sub>; E is ~~N or~~ CR<sub>6</sub>, ~~at least one of A, B, D and E being CR<sub>3</sub>, CR<sub>4</sub>, CR<sub>5</sub> or CR<sub>6</sub>, respectively;~~

each R<sub>3</sub>, R<sub>4</sub>, R<sub>5</sub> and R<sub>6</sub> is independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCH<sub>2</sub>OR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -NHC(O)R<sub>11</sub>, -NHSOR<sub>11</sub>, or NHS(O)<sub>2</sub>R<sub>11</sub>; or

R<sub>3</sub> and R<sub>4</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>5</sub> and R<sub>6</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a five- to seven-membered non-aromatic heterocycle, or a five- to seven-membered aromatic heterocycle; or

R<sub>4</sub> and R<sub>5</sub> and the carbon atoms to which they are attached are taken together to form a (C<sub>3</sub>-C<sub>7</sub>) cycloalkenyl group, a non-oxygen-containing five-membered non-aromatic heterocycle, a non-oxygen-containing five-membered aromatic heterocycle, a six- to seven-membered non-aromatic heterocycle or a six- to seven-membered aromatic heterocycle;

R<sub>7</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, or -C<sub>1</sub>-C<sub>10</sub> alkoxy;

R<sub>8</sub> and R<sub>9</sub> are each independently -H, -halogen, -CN, -NH<sub>2</sub>, -NO<sub>2</sub>, -COOH, -C(O)NH<sub>2</sub>, -SH, -S(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C<sub>1</sub>-C<sub>10</sub> (oxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -aryl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, three- to seven-membered non-aromatic heterocycle, five- to seven-membered aromatic heterocycle, -CH<sub>2</sub>OR<sub>11</sub>, -OCR<sub>11</sub>, -OC(O)R<sub>11</sub>, -C(O)R<sub>11</sub>, -OC(O)OR<sub>11</sub>, -OC(O)NR<sub>11</sub>, -C(O)OR<sub>11</sub>, -C(O)NR<sub>11</sub>, -OP(O)(OR<sub>11</sub>)<sub>2</sub>, -SR<sub>11</sub>, -SOR<sub>11</sub>, -S(O)<sub>2</sub>R<sub>11</sub>, -S(O)<sub>2</sub>NHR<sub>11</sub>, -NHSR<sub>11</sub>, -NHSOR<sub>11</sub>, or -NHS(O)<sub>2</sub>R<sub>11</sub>;

R<sub>11</sub> is -H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, -C<sub>1</sub>-C<sub>10</sub> (halo)alkyl, -aryl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, -C<sub>2</sub>-C<sub>10</sub> alkynyl, -C<sub>1</sub>-C<sub>10</sub> (aryl)alkyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkenyl, -C<sub>2</sub>-C<sub>10</sub> (aryl)alkynyl, -C<sub>1</sub>-C<sub>10</sub> (hydroxy)alkyl, -C<sub>1</sub>-C<sub>10</sub> alkoxy, -C<sub>1</sub>-C<sub>10</sub> (amino)alkyl,

a -(C<sub>3</sub>-C<sub>7</sub>) cycloalkyl unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl,

a three- to seven-membered non-aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, or

a three- to seven-membered aromatic heterocycle unsubstituted or substituted with one or more -C<sub>1</sub>-C<sub>10</sub> alkyl, -C<sub>2</sub>-C<sub>10</sub> alkenyl, or -C<sub>2</sub>-C<sub>10</sub> alkynyl;

R<sub>12</sub> is C<sub>1</sub>-C<sub>10</sub> alkyl; and

each halogen is independently -F, -Cl, -Br or -I.

11-65. (Canceled)

66. (Original) A composition comprising an effective amount of the compound or pharmaceutically acceptable salt of the compound of claim 1 and a pharmaceutically acceptable carrier.

67. (Original) A composition comprising an effective amount of the compound or pharmaceutically acceptable salt of the compound of claim 2 and a pharmaceutically acceptable carrier.

68. (Original) A composition comprising an effective amount of the compound or pharmaceutically acceptable salt of the compound of claim 3 and a pharmaceutically acceptable carrier.

69. (Original) A composition comprising an effective amount of the compound or pharmaceutically acceptable salt of the compound of claim 7 and a pharmaceutically acceptable carrier.

70. (Original) A composition comprising an effective amount of the compound or pharmaceutically acceptable salt of the compound of claim 8 and a pharmaceutically acceptable carrier.

71. (Original) A composition comprising an effective amount of the compound or pharmaceutically acceptable salt of the compound of claim 10 and a pharmaceutically acceptable carrier.

72-103. (Canceled)